

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

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U.S. DISTRICT COURT
DISTRICT OF MASS.

KURZWEIL EDUCATIONAL SYSTEMS,
INC.,

Plaintiff,

v.

FREEDOM SCIENTIFIC INC.,

Defendant.

Civil Action No.: 04-10965 JLT

**PLAINTIFF KURZWEIL EDUCATIONAL SYSTEMS, INC.'S
REPLY TO COUNTERCLAIMS OF DEFENDANT FREEDOM SCIENTIFIC, INC.**

In accordance with the Federal Rules of Civil Procedure, Kurzweil Educational Systems, Inc. ("Kurzweil") hereby responds to the Counterclaims filed by Defendant Freedom Scientific Inc. ("Freedom Scientific") as follows:

COUNTERCLAIMS

1. Admitted that Freedom Scientific purports to bring counterclaims for a Declaratory Judgment that U.S. Patent No. 5,875,428 ("the '428 patent") and U.S. Patent No. 6,052,663 ("the '663 patent") are invalid and/or not infringed, but denied that Freedom Scientific has a basis for relief under the counterclaims.

2. Admitted.

3. Admitted.

FIRST COUNTERCLAIM

4. Kurzweil incorporates by reference its responses to the paragraphs referenced in this averment.

5. Admitted.

6. Admitted.

7. Denied.

SECOND COUNTERCLAIM

8. Kurzweil incorporates by reference its responses to the paragraphs referenced in this averment.

9. Denied.

THIRD COUNTERCLAIM

10. Kurzweil incorporates by reference its responses to the paragraphs referenced in this averment.

11. Admitted.

12. Admitted.

13. Denied.

FOURTH COUNTERCLAIM

14. Kurzweil incorporates by reference its responses to the paragraphs referenced in this averment.

15. Denied.


WHEREFORE, Kurzweil prays that this Court:

A. Enter judgment dismissing Freedom Scientific's Counterclaims with prejudice;

- B. Enter judgment that Freedom Scientific take nothing by reason of its Counterclaims;
- C. Enter judgment that Freedom Scientific has infringed the '428 and '663 patents;
- D. Enter an order preliminarily and permanently enjoining Freedom Scientific, its agents and employees, and any others acting in concert with it, from infringing the '428 and '663 patents;
- E. Award Kurzweil its damages resulting from Freedom Scientific's patent infringement pursuant to 35 U.S.C. § 284;
- F. Find that Freedom Scientific's infringement has been willful and increase the damages awarded to Kurzweil three times the amount assessed, pursuant to 35 U.S.C. § 284;
- G. Find this to be an exceptional case and award Kurzweil its attorney's fees, pursuant to 35 U.S.C. § 285;
- H. Award Kurzweil its prejudgment and post judgment interest on its damages;
- I. Award Kurzweil its costs; and
- J. Award Kurzweil such other and further relief as it deems just and appropriate.

By its attorneys

Dated: June 22, 2004



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Attorneys for Plaintiff
KURZWEIL EDUCATIONAL SYSTEMS,
INC.

CERTIFICATE OF SERVICE

I hereby certify that on this 22nd day of June 2004, a true and correct copy of
**PLAINTIFF KURZWEIL EDUCATIONAL SYSTEMS, INC.'S REPLY TO
COUNTERCLAIMS OF DEFENDANT FREEDOM SCIENTIFIC, INC.** was caused to be
served on the attorneys of record at the following addresses as indicated:

VIA HAND DELIVERY

Thomas W. Banks
Christopher S. Schultz
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